

First Union Rail Corporation

One O'Hare Center
6250 River Road, Suite 5000
Rosemont, Illinois 60018-4214
847 318-7575

VIA FEDERAL EXPRESS



March 2, 1999

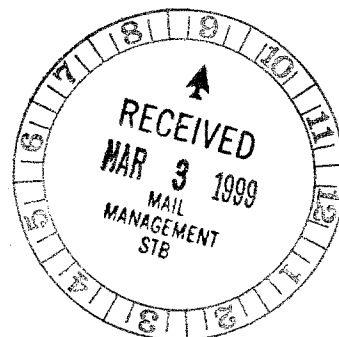
Surface Transportation Board
Attn: Jan Fort
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

RECORDATION NO. 22053

FILED

MAR 3 '99

9-00 AM



Re: Memorandum of Lease Agreement

Dear Ms. Fort:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated February 16, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: De Bruce Grain, Incorporated
2702 Rockcreek Parkway
P.O. Box 34621
North Kansas City, MO 64117

A description of the railroad equipment covered by the enclosed document is set forth on Exhibit A, as attached to such Memorandum.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

A handwritten signature in cursive script that reads "Tiffany Chase".

Tiffany Chase
Manager – Documentation

Enclosures

(DEBR002)

ASSIGN:DEBR002

RECORDATION NO. 22053 FILED

MEMORANDUM OF LEASE

MAR 3 '99

9-00AM

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 16th day of February, 1999, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and De Bruce Grain, Inc., a Missouri corporation ("Lessee").

W I T N E S S E T H:

The undersigned Lessor and Lessee have entered into that certain Master Lease Agreement (the "Lease"), dated as of March 1, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 1, 1998 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: R. A. DOMEROWSKI
Title: MANAGER - DOCUMENTATION

[CORPORATE SEAL]

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 16th day of February, 1999.

STATE OF ILLINOIS

COUNTY OF COOK

I, Susan Grobulsky, a Notary Public of the County and State
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 16th day of February,
1999.

Susan Grobulsky
Notary Public

My Commission Expires:

8-14-2000
(Notary Public)

LESSEE:

DE BRUCE GRAIN, INC.

ATTEST:

By: Shane Berrett
Name: Shane Berrett
Title: Logistics

By: Jeff Hicks
Name: JEFF HICKS
Title: Director of Transportation
Executed on this 2 day of February, 1999.

[CORPORATE SEAL]

STATE OF Missouri
COUNTY OF Clinton

I, Joni L. Hawn, a Notary Public of the County and State
aforesaid, certify that Jeff Hicks personally appeared before me this day and
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 2 day of February,
1999.

Joni L. Hawn
Notary Public

My Commission Expires:

AUGUST 10, 2001
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

Thirty-five (35) 4,750 cu. ft. Covered Hopper Railcars

Car Numbers

FURX	818450
FURX	827501
FURX	827502
FURX	827503
FURX	827504
FURX	827505
FURX	827506
FURX	827507
FURX	827508
FURX	827509
FURX	827511
FURX	827512
FURX	827588
FURX	827589
FURX	827591
FURX	830131
NDYX	488335
NDYX	488346
RUSX	005526
RUSX	010597
RUSX	010687
RUSX	010726
RUSX	488065
RUSX	488099
RUSX	488102
RUSX	488104
RUSX	488105
RUSX	488106
RUSX	488110
RUSX	488112
RUSX	488115
RUSX	500068
RUSX	500137
RUSX	510074
TGCX	008767
Count:	35